

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ALLIANZ RISK TRANSFER AG,
MARATHON STRUCTURED FINANCE
FUND, LP, NEWSTAR FINANCIAL, INC.,
and MUNICH RE CAPITAL MARKETS
NEW YORK, INC.,

Plaintiffs,

v.

PARAMOUNT PICTURES
CORPORATION,

Defendant.

No. 1:08-CV-10420 (TPG)

**OMNIBUS DECLARATION OF PATRICK J. SOMERS
IN SUPPORT OF DEFENDANT'S MOTIONS *IN LIMINE***

I, PATRICK J. SOMERS, hereby declare as follows, pursuant to 28 U.S.C.

§ 1746:

I am a member of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, attorneys for Defendant Paramount Pictures Corporation ("Paramount") in this action. This Declaration is respectfully being submitted in support of Defendant's Motions *In Limine*.

I submit with this Declaration three volumes of record material, including court papers, documents, and excerpts from deposition transcripts that are relevant to Defendant's motions.

We have generally included only cited excerpts of record material. If the Court would like a complete copy of any document, Defendant will gladly provide it upon request.

Transaction Documents

1. Exhibit 1 is a copy of the Private Placement Memorandum (“PPM”), dated July 22, 2004.
2. Exhibit 2 is a copy of the Subscription Agreement, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
3. Exhibit 3 is a copy of the Revenue Participation Agreement (“RPA”), dated July 29, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
4. Exhibit 4 is a copy of the Melrose 2 Multi-Picture Investment Agreement, dated September 11, 2006, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
5. Exhibit 5 is a copy of the Melrose 2 Notice of Assignment of Revenue Participation Interests (“Notice of Assignment”) from Wells Fargo, dated June 3, 2010, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

Documents Relating to Merrill Lynch

6. Exhibit 6 is excerpts from a copy of an email from Andrew Springer to Robert Stanley, with attachments, dated May 17, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
7. Exhibit 7 is excerpts from a copy of a spreadsheet of Paramount Pictures’ 2004 and 2005 Schedule of Covered Pictured, dated May 27, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

8. Exhibit 8 is excerpts from a copy of an email from Robert Stanley to William Seery, with attachments, dated June 29, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

Documents Relating to Marathon

9. Exhibit 9 is excerpts from a copy of an email from David Simek to Andrew Springer, with attachment, dated May 17, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
10. Exhibit 10 is excerpts from a copy of a fax from Isaac Palmer to Tom McGrath, with attachments, dated June 25, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

Documents Relating to NewStar

11. Exhibit 11 is excerpts from a copy of an email from Robert Stanley to Tom Calhoun, with attachments, dated July 8, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
12. Exhibit 12 is excerpts from a copy of an email from Tom Calhoun to Robert Clemmens and Sam Belu-John, with attachment, dated July 16, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

Documents Relating to Allianz

13. Exhibit 13 is excerpts from a copy of an email from William Seery to Tom Lamb and Harris Maslansky, with attachment, dated August 16, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

Documents Relating to Munich Re

14. Exhibit 14 is excerpts from a copy of an email from Jennifer Hanf to Neil Hohmann, cc'ing Jonathan Hill, with attachment, dated April 28, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
15. Exhibit 15 is excerpts from a copy of an email from Jennifer Hanf to Neil Hohmann, with attachment, dated June 21, 2004, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

Expert Reports

16. Exhibit 16 is a copy of Plaintiffs' Expert Report by Rick Sands, dated March 20, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
17. Exhibit 17 is a copy of Plaintiffs' Expert Report by Philip Fier of Focus Advisory Services, LLC, dated March 24, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
18. Exhibit 18 is a copy of Defendant's Rebuttal Expert Report of Robert Wunderlich, dated April 11, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
19. Exhibit 19 is a copy of the first additional disclosure to Plaintiffs' Expert Report by Philip Fier of Focus Advisory Services, LLC, dated June 5, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

20. Exhibit 20 is a copy of the second additional disclosure to Plaintiffs' Expert Report by Philip Fier of Focus Advisory Services, LLC, dated June 5, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
21. Exhibit 21 is an excerpt from copies of the first and second additional disclosures to Plaintiffs' Expert Report by Philip Fier of Focus Advisory Services, LLC, dated June 5, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
22. Exhibit 22 is a copy of the third additional disclosure to Plaintiffs' Expert Report by Philip Fier of Focus Advisory Services, LLC, dated June 5, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
23. Exhibit 23 is a copy of the fourth additional disclosure to Plaintiffs' Expert Report by Philip Fier of Focus Advisory Services, LLC, dated June 5, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
24. Exhibit 24 is an excerpt from copies of the third and fourth additional disclosures to Plaintiffs' Expert Report by Philip Fier of Focus Advisory Services, LLC, dated June 5, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
25. Exhibit 25 is a copy of the additional disclosures to Defendant's Rebuttal Expert Report by Robert Wunderlich, dated July 14, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

26. Exhibit 26 is a copy of Plaintiffs' Supplemental Expert Report by Philip Fier of Focus Advisory Services, LLC, dated September 19, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
27. Exhibit 27 is a copy of the second additional disclosures to Plaintiffs' Supplemental Expert Report by Philip Fier of Focus Advisory Services, LLC, dated September 19, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

Court Documents

28. Exhibit 28 is a copy of Plaintiffs' Rule 26(a)(1) Initial Disclosures, dated June 3, 2011.
29. Exhibit 29 is a copy of the Complaint in the Melrose 2 action, dated November 29, 2011.
30. Exhibit 30 is a copy of the First Amended Complaint in the Melrose 2 action, dated October 4, 2012.
31. Exhibit 31 is a copy of Defendants' Notice of Demurrer and Demurrer to the First Amended Complaint in the Melrose 2 action, dated November 5, 2012.
32. Exhibit 32 is a copy of the Order of Dismissal in the Melrose 2 action, dated January 16, 2013.
33. Exhibit 33 is a copy of the Endorsed Letter from Andrew Ehrlich to Judge Griesa, dated April 1, 2014.
34. Exhibit 34 is excerpts from a copy of the Declaration of Neil Hohmann in Opposition to Defendant's Motion for Summary Judgment, dated July 2, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

35. Exhibit 35 is excerpts from a copy of the Declaration of Joseph Flynn in Opposition to Defendant's Motion for Summary Judgment, dated July 3, 2014, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

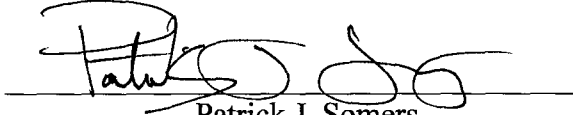
Deposition Transcripts

36. Exhibit 36 is excerpts from the transcript of the June 6, 2013 deposition of David Friedman, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
37. Exhibit 37 is excerpts from the transcript of the August 8, 2013 deposition of Andrew Springer, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
38. Exhibit 38 is excerpts from the transcript of the August 20, 2013 deposition of Neil Hohmann, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
39. Exhibit 39 is excerpts from the transcript of the September 11, 2013 deposition of Demetrios Tsipras, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
40. Exhibit 40 is excerpts from the transcript of the September 12, 2013 deposition of Joseph Flynn, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
41. Exhibit 41 is excerpts from the transcript of the September 23, 2013 deposition of Peter Hoffman, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

42. Exhibit 42 is excerpts from the transcript of the October 2, 2013 deposition of Eric Alini, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
43. Exhibit 43 is excerpts from the transcript of the October 4, 2013 deposition of Thomas Calhoun, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
44. Exhibit 44 is excerpts from the transcript of the November 19, 2013 deposition of Harris Maslansky, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
45. Exhibit 45 is excerpts from the transcript of the June 9, 2014 deposition of Rick Sands, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
46. Exhibit 46 is excerpts from the transcript of the July 15, 2014 deposition of Philip Fier, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.
47. Exhibit 47 is excerpts from the transcript of the July 18, 2014 deposition of Robert Wunderlich, which is being filed under seal pursuant to the Stipulation and Order Governing Confidential Materials, dated March 13, 2012.

I declare, under penalty of perjury, that the foregoing is true and correct.

Dated: October 7, 2014
New York, New York



Patrick J. Somers